

**NASDAQ**

THE NASDAQ STOCK MARKET  
LISTING QUALIFICATIONS DEPARTMENT  
1000 CALLE WIDE ROAD  
NEW YORK, NY 10038

Joan Conley  
Senior Vice President  
Office of Corporate Secretary

By Facsimile and First Class Mail

September 11, 2008

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Ms. Peters:

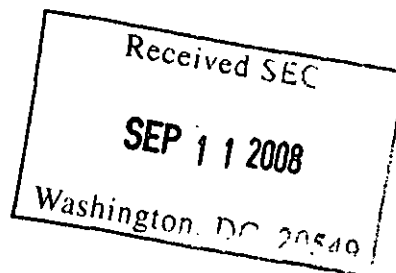
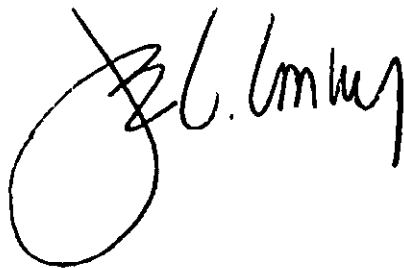
This is to certify that on September 10, 2008 The Nasdaq Stock Market (the "Exchange") received from Fresenius Kabi Pharmaceuticals Holding, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Contingent Value Rights

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,



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001-34172



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